

RECORDATION NO. 25053 FILED

JUL 09 '04 3:42 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 1, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease, dated as of July 9, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Head Lessor:	The Grand Leasing Partnership, LLP c/o Railroad Leasing Unlimited Queensgate House South Church Street Grand Cayman Cayman Islands
Head Lessee:	North America Rail Leasing #33 LLC (d/b/a Babcock & Brown Rail Leasing) 230 Park Avenue, 32nd Floor New York, New York 10169 Attention: Rail Operating Lease Group

Mr. Vernon A. Williams
July 1, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

1,772 railcars within the following series:

ATW 8000 – ATW 8030
BCAX 200 – BCAX 275
BNSF 519200 – BNSF 519399
BNSF 537000 – BNSF 537049
CEFX 62390 – CEFX 62934
CEFX 81074 – CEFX 81173
CEFX 95071 – CEFX 95719
CSWX 7361 - CSWX 7480
EDEX 099001 - EDEX 099422
LCEX 350 - LCEX 399
NS 164480 - NS 164699
NORX 6000 - NORX 6239
WCRC 3000 - WCRC 3324

A short summary of the document to appear in the index is:

Memorandum of Head Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25053 FILED

EXECUTION VERSION JUL 09 2004 3-42 PM

MEMORANDUM OF HEAD LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF HEAD LEASE is dated as of July 9, 2004, made by The Grand Leasing Partnership, LLP, a Delaware limited liability partnership (the "Head Lessor") and North America Rail Leasing #33 LLC (d/b/a Babcock & Brown Rail Leasing), a Delaware limited liability company (the "Head Lessee") and, together with the Head Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Head Lessor and the Head Lessee entered into that certain Railcar Lease Agreement (INTOL III Interim Restructuring) dated as of the date hereof (as amended, supplemented and modified, the "Head Lease") covering the equipment listed on Exhibit A hereto (the "Equipment");

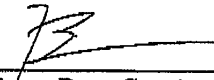
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Head Lease, and the respective interests therein of the Parties, including, but not limited to, the leasehold interest of the Head Lessee in the Equipment, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties, by this instrument the Head Lessor hereby leases and confirms the lease of the Equipment to the Head Lessee in accordance with the terms and conditions of the Head Lease, and the Head Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties
hereto as of the date first above written.

NORTH AMERICA RAIL LEASING #33 LLC
(d/b/a BABCOCK & BROWN RAIL LEASING),
as the Head Lessee

By: 
Name: Bruce Carusi
Title: Vice President

THE GRAND LEASING PARTNERSHIP, LLP, as
the Head Lessor

By: Railroad Leasing Limited, its General Partner

By: _____
Name:
Title:

MEMO OF HEAD LEASE

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties
hereto as of the date first above written.

NORTH AMERICA RAIL LEASING #33 LLC
(d/b/a BABCOCK & BROWN RAIL LEASING),
as the Head Lessee

By: _____
Name:
Title:

THE GRAND LEASING PARTNERSHIP, LLP, as
the Head Lessor

By: Railroad Leasing Limited, its General Partner

By: _____
Name: Gay Major
Title: Director

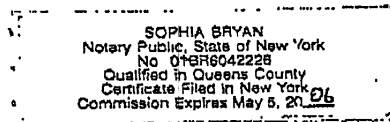
MEMO OF HEAD LEASE

State of New York)
)
County of New York)

On this, the 30th day of June, 2004, before me, a Notary Public in and for said County and State, personally appeared Bruce Carusi, a Vice President of North America Rail Leasing #33 LLC (d/b/a Babcock & Brown Rail Leasing), who acknowledged himself to be a duly authorized officer of North America Rail Leasing #33 LLC (d/b/a Babcock & Brown Rail Leasing), and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.


Name: Sophia Bryan
Notary Public
My Commission Expires: May 5, 2006
Residing in: New York, NY



MEMO OF HEAD LEASE

On this, the 18th day of June, 2004, before me, a Notary Public in and for the Cayman Islands, personally appeared Guy Major, who acknowledged himself to be a duly authorized person of the General Partner of The Grand Leasing Partnership, LLP, and that, as such duly authorized person, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Wendy Ebanks
Notary Public

My Commission Expires: 31 January, 2005

Residing in: Cayman Islands




Exhibit A

EQUIPMENT

<u>Lessee</u>	<u># of Cars</u>	<u>Unit Type</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
Blue Circle Inc.	76	Covered Hoppers	BCAX 200-275, inclusive	None
The Burlington Northern and Santa Fe Railway Company #1	200	Mill Gondolas	BNSF 519200-519399, inclusive	None
The Burlington Northern and Santa Fe Railway Company #2	48	Covered Coil Cars	BNSF 537000-537011, inclusive; and 537013-537049, inclusive	BNSF 503010
Canadian Pacific Railway Company	30	Covered Coil Cars	ATW 80001-80030, inclusive	None
Central Power and Light Company	118	Aluminum Rotary Gondolas	CSWX 7361-7480, inclusive	CSWX 7469 and 7474
The Empire District Electric Company	125	BethGon Coalporter Open Top Gondolas	EDEX 099001, 099002, and 099300-099422, inclusive	None
LaFarge Corporation -- Group #1	100	Covered Hoppers	CEFX 81074-81173, inclusive	None
LaFarge Corporation -- Group #2	35	Covered Hoppers	CEFX 95071, 95094-95096, inclusive; 95100, 95105-95117, inclusive; 95120-95125, inclusive; 95127, 95132, 95134-95138, inclusive; 95140, 95141, 95143 and 95144	None

<u>Lessee</u>	<u># of Cars</u>	<u>Unit Type</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
LaFarge Corporation – Group #3	30	Covered Hoppers	CEFX 95622-95624, inclusive; 95628-95634, inclusive; 95636-95639, inclusive; 95642, 95644, 95666-95668, inclusive; 95671, 95672, 95675, 95676, 95712-95715, inclusive; and 95717-95719, inclusive	None
Lone Star Industries, Inc.	49	Covered Hoppers	LCEX 350-399, inclusive	LCEX 396
Norfolk Southern Railway Company	220	Coil Cars	NS 164480-164699, inclusive	None
Northern Indiana Public Service Company	237	BethGon Coalporter	NORX 6000-6239, inclusive	NORX 6106, 6111 and 6160
Union Pacific Railway Company	174	Open Top Gondolas	WCRC 3000-3174, inclusive	WCRC 3083
Union Pacific Railway Company	149	Open Top Gondolas	WCRC 3175-3324, inclusive	WCRC 3224

<u>Lessee</u>	<u># of Cars</u>	<u>Unit Type</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
Virginia Electric and Power Company	181	Coal Hoppers	CEFX 62390, 62395, 62408, 62412, 62428, 62436, 62440, 62445, 62697, 62698, 62701, 62704-62706, inclusive; 62708, 62710-62720, inclusive; 62722-62724, inclusive; 62728, 62729, 62731, 62734-62736, inclusive; 62738-62743, inclusive; 62745, 62746, 62750, 62752, 62753, 62757-62761, inclusive; 62763-62765, inclusive; 62768-62772, inclusive; 62775-62778, inclusive; 62780, 62784-62789, inclusive; 62791-62801, inclusive; 62803, 62805- 62808, inclusive; 62811- 62814, inclusive; 62816, 62819-62823, inclusive; 62825-62829, inclusive; 62831, 62833, 62834, 62837-62846, inclusive; 62849-62852, inclusive; 62854, 62856, 62857, 62859-62864, inclusive; 62867-62876, inclusive; 62878, 62880-62883, inclusive; 62885-62892, inclusive; 62896-62898, inclusive; 62901-62905, inclusive; 62907-62910, inclusive; 62912-62915, inclusive; 62918, 62919, 62921-62926, inclusive; and 62928-62934, inclusive	None

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: July 2, 2007

Edward M. Luria
Edward M. Luria